SCHMID GROUP N.V.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

23 December 2025

8:30 a.m. Central European Time
In-Person and Virtual Meeting

MINUTES

(Draft Date: 5 January 2026)

1. OPENING

The chairperson of the board of directors (the "**Board of Directors**") of SCHMID Group N.V. (the "**Company**"), Dr. Sir Ralf Speth (the "**Chairperson**"), opened the extraordinary general meeting of shareholders of the Company (the "**EGM**") 8:30 a.m. (CET) and introduced the Company's Board of Directors, the Company's CFO and the Company's company secretary who also acted as the secretary of the EGM (the "**Secretary**"). The Chairperson also introduced the Company's Dutch counsel and civil law notary, who will cast the proxy votes that were submitted prior to the EGM.

An attendance list is attached to these minutes (**Schedule 1**).

The Chairperson noted that this in-person meeting was being broadcasted and that the webcast of this meeting was being recorded.

The Company Secretary stated that:

- the EGM was convened with due observance of all provisions under applicable laws and the Company's articles of association;
- the voting items on the agenda could be passed by an absolute majority of the votes validly cast, without a quorum requirement being applicable; and
- 35,394,048 shares in the Company's share capital were represented at the meeting (including the proxy votes), which represented 82.19% of the Company's issued share capital.

After having made a number of procedural comments, the Chairperson moved on to the next agenda item.

2. AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE SHARES TO XJ HARBOUR HK LIMITED

The Chairperson explained that this agenda item relates to the subscription agreement entered into by the Company, Christian Schmid and Anette Schmid with XJ Harbour HK Limited (hereafter: XJ) in connection with outstanding claims of XJ against the Company, according to which XJ subscribed for up to 13,000,000 ordinary shares in the capital of the Company at a price USD 2.15 per share (hereafter: the XJ Subscription).

The exact number of issued shares shall be calculated by dividing the amount of outstanding claims of XJ against the Company on the date of the issuance of the shares (plus any additional accrued interest until such date) by the agreed share issuance price of USD 2.15 per share. If this calculation results in a fractional share, the number of shares issued shall be rounded down to the nearest whole share.

In connection with the XJ Subscription, the Chairperson proposed to grant authority to the Board of Directors to (i) issue to XJ up to 13,000,000 ordinary shares in the capital of the Company, the total number of shares to be issued to be determined by the Board of Directors, at a price USD 2.15 per share, such that the amount of outstanding claims of XJ against the Company on the date of the issuance of the shares (plus any additional accrued interest until such date) will be fully set-off (hereafter: the XJ Share Issuance) and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with the XJ Share Issuance.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with a percentage of 99.76% of the votes validly cast.

3. AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE SHARES - GENERAL

The Chairperson explained that this agenda item relates to the renewal of the authority of and to designate the Board of Directors as the corporate body to (i) issue shares and to grant rights to subscribe for shares other than in the context of issuances of shares to employees of the Company or of a group company of the Company, up to twenty percent (20%) of the total number of issued and outstanding shares in the capital of the Company after giving effect to the XJ Share Issuance and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with such issuances or grants, in each case for a period of five (5) years from the date of the EGM.

The Chairperson proposed to renew the authority of and to designate the Board of Directors as the corporate body to (i) issue shares and to grant rights to subscribe for shares and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with such issuances or grants, subject to the terms and conditions just mentioned.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 99.00% of the votes validly cast.

4. APPOINTMENT OF KPMG ACCOUNTANTS N.V. AS THE EXTERNAL AUDITOR TO ISSUE AN INDEPENDENT AUDITOR'S OPINION ON THE COMPANY'S FINANCIAL STATEMENTS FOR THE REPORTING YEAR 2025

The Chairperson explained that this agenda item relates to the proposal to appoint KPMG Accountants N.V. (hereafter: KPMG) as the external auditor to issue an independent auditor's opinion on the Company's financial statement for the reporting year two thousand and twenty-five. In accordance with the recommendations of the Audit Committee, the Board of Directors and the Chairperson proposed to appoint KPMG as external auditor of the Company for the reporting year two thousand and twenty-five.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 99.70% of the votes validly cast.

5. ANY OTHER BUSINESS

As there was no other business to discuss and no questions were posed, the Chairperson moved on to the next agenda item.

6. CLOSING OF THE EGM

The Chairperson thanked the members of the Board of Directors present and all participants for their attendance and votes.

There being no other business, the Chairperson declared the EGM closed at 8:42 a.m. (CET).

[*signature page to follow*]

Adopted by the Chairperson Dr. Speth and the Secretary Mr. Reismüller on April 08, 2026.

SCHEDULE 1
ATTENDANCE LIST

Board of directors

Name	**Title / capacity**
R. Speth	Chairperson / Non-executive director
C. Schmid	CEO / Executive director
A. Schmid	Non-executive director
S. Berger	Non-executive director
A. Streyl	Non-executive director

Not present	B.K. Yoon (Non-executive director)

Other company representatives

Name	**Title / capacity**
Julia Natterer	CFO
Karl Reismüller	Company secretary

Shareholders

Present	**Represented by**	**Number of shares**	**% of issued share capital**
Shareholders (with voting rights) as per Continental's computer proxy listing	S. Özel	35,394,048	82.19%

Others

Name	**Title / capacity**
S. Özel	Company's Dutch counsel / deputy civil law notary

E. Zuidema-Oldenkamp	Company's Dutch counsel / deputy civil law notary
M. van den Burg	Company's Dutch counsel / deputy civil law notary